MLA Board Open Meetings Guidelines  
(Last updated 6/11/2020)

Notifications of meetings
Meetings should be announced according to the schedule set by the President and the Administrative Officer through MLA’s official communication channels. Announcements should make it clear that members are welcome and encouraged to attend and all details should be provided for greater transparency and ease.

Auditing meetings
Board meetings may be audited in person by members of MLA except when the Board is in executive session (see below). Auditors may participate with acknowledgement of the President, and may share their questions and observations with the Board after the meeting.

Virtual Board meetings
Members may connect to virtual Board meetings as auditors. MLA will not be responsible for training or technical support.

Presenting to the Board
Members who wish to present to the Board must make a request to the President at least two weeks in advance of the meeting, in order to be included on the agenda. Any non-voting member of the Board may be asked to step out if the Board goes into Executive Session.

Sharing Public Documents
Meeting agendas and public documents are posted on the MLA website:  
https://www.musiclibraryassoc.org/page/boardagendacurrent

[Dropbox is no longer used for sharing public documents.]

Confidential documents (anything relating to personnel, for instance) are handled separately and kept distinct from public files.

Handling sensitive sessions/documents

MLA Board Executive Sessions: Policy

MLA Board meetings are open meetings; any MLA member or invited guest may attend. The Board may go into executive, closed session to protect confidentiality in certain instances, such as personnel and compensation issues related to a specific individual, or legal matters. MLA is committed to an open meeting policy, and executive sessions are intended to be used sparingly.
As much as possible, they are to be determined in advance and identified on the Board Agenda. In every case, they are to be requested by the President or moved by a member of the Board and approved by a simple majority vote of the Board.

The Finance and Planning Committees, as subcommittees of the Board, follow the same policies and procedures in regard to executive session.

The MLA Board reserves the right to go into executive session for discussion and decision including but not limited to the following:

- all personnel matters, including but not limited to
  - search committee recommendations
  - award committee recommendations
  - nominating committee recommendations
  - reappointment of special officers, editors, and other MLA positions
  - appointments and reappointments of all committee, task force, or working group chairs and members
  - the honorarium for a specific position (but not policies concerning honoraria)
- any legal issues, including conversations with legal counsel
- donors and donations
- the MLA audit
- contract negotiations

MLA Board Executive Sessions: Procedures

NB: the black-bulleted items are from Robert’s Rules.

- There needs to be a motion and vote to go into executive session
  - A simple majority vote of the Board is required to approve an executive session.
- In executive session, only voting members and invitees may stay in attendance.
- The minutes or record of an executive session may be read, approved, and acted upon only in executive session.
- Information from past executive sessions may be shared with current Board members at the discretion of the current President.
  - At the point the Board goes into executive session, the Recording Secretary will start a new recording session. The recording session will not be made public or go to the MLA Archives.
  - Public Board minutes will reflect when the Board went into executive session, the primary reason for going into executive session, voting results and any formal decisions that were made in the executive session, and when the Board came out of executive session. When deemed necessary for the historical record to
document the rationale for a decision, the Board reserves the right to create and maintain private minutes of executive session, recording discussion and debate, for Board use only.

- Executive session minutes will be shared only with participants and will not be attached to the regular board meeting minutes. A printed copy of executive session minutes (clearly marked as such) from Board meetings would remain in the President's files to be passed to the next president, but not go to the Archives.
- The Recording Secretary’s notes on the executive session will not be made public or go to the MLA Archives.
- Reports to the Board relating to executive session matters will not be made public or go to the MLA Archives.
- The MLA President may request Board members and attendees permanently destroy any record of executive sessions, such as notes or emails.

**Board Business via Email**

Although the Board does conduct business via email, issues requiring a vote will be kept to virtual or in-person meetings as much as possible, reserving email voting for issues handled in executive session, or issues that require a very quick response. In the rare cases when it is necessary to conduct a non-executive session vote by email, the emails discussing the issue will be summarized in the minutes for the next in-person or virtual Board meeting.